

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ROCKWELL SEMICONDUCTOR SYSTEMS, INC.", CHANGING ITS NAME FROM "ROCKWELL SEMICONDUCTOR SYSTEMS, INC." TO "CONEXANT SYSTEMS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 1998, AT 4:30 O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9692520

04-19-99

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

ROCKWELL SEMICONDUCTOR SYSTEMS, INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Rockwell Semiconductor Systems, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: Resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the sole shareowner of the Corporation for its consideration were duly adopted by the unanimous written consent of the Board of Directors of the Corporation dated as of October 13, 1998.

SECOND: Thereafter, said amendment was approved in accordance with Section 228 of the General Corporation law of the State of Delaware by the Consent of Sole Shareowner of the Corporation dated as of October 13, 1998.

THIRD: Said amendment would amend the Certificate of Incorporation of the Corporation by deleting Article FIRST and substituting in lieu thereof the following new Article FIRST, to read in its entirety as follows:

"FIRST: The name of the Corporation is
Conexant Systems, Inc."

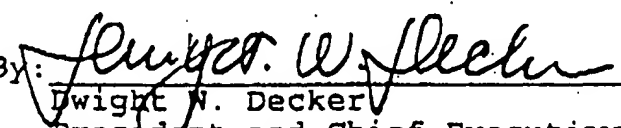
FOURTH: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: Said amendment shall become effective immediately upon filing of this Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its officer thereunto duly authorized this 14th day of October, 1998.

ROCKWELL SEMICONDUCTOR SYSTEMS, INC.

By:


Dwight N. Decker
President and Chief Executive
Officer



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

PKK/RCS

JANUARY 20, 1998

PTAS

ROCKWELL SEMICONDUCTOR SYSTEMS, INC.
PHILIP K. YU
INTELLECTUAL PROPERTY DEPT. M/C 510-900
4311 JAMBOREE ROAD, P.O. BOX C
NEWPORT BEACH, CA 92658-8902



100584519A

ROCKWELL INTNL.

JAN 28 1998

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT. PATENT DEPT.

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 12/01/1997

REEL/FRAME: 8824/0900
NUMBER OF PAGES: 2

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

BJARNASON, ELIAS

DOC DATE: 11/17/1997

ASSIGNOR:

JONSSON, OLAFUR

DOC DATE: 11/17/1997

ASSIGNOR:

OLAFSSON, SVERRIR

DOC DATE: 11/17/1997

ASSIGNEE:

ROCKWELL INTERNATIONAL CORPORATION
600 ANTON BOULEVARD, SUITE 700
COSTA MESA, CALIFORNIA 92626

SERIAL NUMBER: 08874316

PATENT NUMBER:

FILING DATE: 06/13/1997

ISSUE DATE:

MAYA BENNETT, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

MPD
12-1-97

Docket No. 97RSS022

12-08-1997

IEET



100584519

To the Honorable Commissioner of Patents

1. Name of conveying party(ies).

Elias Bjarnason, Olafur Jonsson and
Sverrir Olafsson

Additional name(s) of conveying

party(ies) attached [] Yes [X] No

3. Nature of Conveyance:

[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other

Execution Date : November 17, 1997

Recorded document.

Name and address of receiving party(ies):

RECEIPT ACCEPTING

DEC 01 1997

Name: Rockwell International Corporation

Street Address: 600 Anton Boulevard, Suite 700

City: Costa Mesa State: CA Zip: 92626

Additional name(s) and address(es)

attached? [] Yes [X] No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is : _____

A. Patent Application No.(s)

08/874,316

B. Patent No.(s)

Additional numbers attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Philip K. Yu
Internal Address: Rockwell Semiconductor Systems, Inc.
c/o Intellectual Property Dept., M/C 510-900
Street Address: 4311 Jamboree Road, P.O. Box C
City: Newport Beach State: CA Zip: 92658-8902

6. Total number of applications and patents involved 1

7. Total fee (37 CFR 3.41): \$ 40.00
[] Enclosed
[X] Authorized to be charged to deposit account

8. Deposit Account Number: 18-1742

DO NOT USE THIS SPACE

12/05/1997 VBROWN 00000140 DAH:181742 08874316
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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. This statement shall not affect the recording of the attached document or the rights and duties set forth in the recorded document.

Philip K. Yu, Reg. No. 35,742
Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet and attachments: [2]

OMB No. 0651-0011 (exp. 4/94)

AT97RSS022

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENTS
WASHINGTON, D.C. 20231

ASSIGNMENT OF INVENTION

WHEREAS, Elias Bjarnason, Olafur Jonsson, and Sverrir Olafsson hereinafter sometimes referred to as "said inventors," have invented certain new and useful improvements in METHOD AND APPARATUS FOR TRAINING LINEAR EQUALIZERS IN A PCM MODEM which invention or inventions (hereinafter referred to as "invention") have been disclosed to and filed, under Docket No. 97RSS022, in the patent files of their employer, ROCKWELL SEMICONDUCTOR SYSTEMS, INC., 4311 Jamboree Road, Newport Beach, CA 92660-3095 and which invention will be covered by a patent application, the serial number and filing date of which they hereby authorize their attorney to insert here:
(Serial No. 08/874,316 Filed 6/13/97) when known: and

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the said inventors have sold, assigned and transferred and by these presents do sell, assign and transfer unto ROCKWELL SEMICONDUCTOR SYSTEMS, INC., the entire right, title and interest in and to said invention and in and to said application and in and to all Letters Patent to be obtained for said invention by the above application or any continuation, continuation-in-part, division, renewal, or substitute thereof, or any reissue or re-examination thereof, for the territory of the United States of America and for all foreign countries; said invention and application to be held and enjoyed by the said ROCKWELL SEMICONDUCTOR SYSTEMS, INC., for its own use and benefit and for the use and benefit of its successors and assigns, to the full end of the term for which Letters Patent on same will be granted, as fully and entirely as the same would have been held by said inventors had this Assignment and sale not been made.

FURTHER, said inventors agree to sign all lawful papers necessary or helpful in obtaining a patent on said invention or in filing any divisional, continuation, continuation-in-part, substitution, or reissue application on said invention or in obtaining any re-examination thereof.

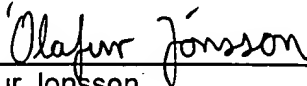
Executed at _____
this 17 day of Nov., 19 97.

First Inventor


Elias Bjarnason


Executed at _____
this 17 day of Nov., 19 97.

Second Inventor


Olafur Jonsson

Executed at Reykjavik
this 17 day of Nov, 19 97.

Third Inventor


Sverrir Olafson